

Exhibit

13

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

UCC eZFILE
2020 Hurley Way
Sacramento, CA 95825

Draft

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME 700 Atlantic Equities, LLC						
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS 7 Times Square, 37th Floor			CITY New York	STATE NY	POSTAL CODE 10036	COUNTRY USA
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION LLC	1f. JURISDICTION OF ORGANIZATION New York	1g. ORGANIZATIONAL ID #, if any 4167023 <input type="checkbox"/> NONE		

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME						
OR	2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
2c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY
2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE		

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME Port Royal Reassurance Company SPC, Limited					
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 113 South Church Street			CITY Grand Cayman	STATE KY1	COUNTRY CYM

4. This FINANCING STATEMENT covers the following collateral:

As security for the Outstanding Indebtedness the Assignor, as beneficial owner, does hereby agree to assign, pledge, hypothecate, transfer set over and deliver to the Recipients, and does hereby grant a first priority security interest in, to and under the Receivable to Recipients absolutely, with all its rights, titles, interests and benefits present and future of the monies derived from 700-714 Atlantic Avenue.

5. ALTERNATIVE DESIGNATION [if applicable]	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable]		7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE] (optional)		All Debtors	Debtor 1	Debtor 2
8. OPTIONAL FILER REFERENCE DATA						

NY

FILING OFFICE COPY - UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

eReport**TRIAD**

www.triadpros.com

Customer:	Alisa Rusanoff	Report Date:	07/15/2016
	Forefront Capital	Work Order No:	59416-3232
	Times Square Tower	Customer Ref No:	None Provided
	7 Times Square, 37th Floor		
	New York, New York 10036		

Note:

Disclaimer: This form was filed in accordance with our client's explicit instructions. Although TRIAD performs a cursory review of the content of the form and the filing location specified and may make suggestions about such content or location, it is expressly understood that our client is fully responsible for the accuracy, completeness and legality of such content and the legal determination of the proper filing location.

Triad's UCC eZFILE program allows you to file UCC's electronically in 44 states. Receive your filings in minutes or hours and eliminate costly overnight charges and reduce statutory filing fees. It is completely automated, saving you time and reducing your risk of error by allowing you to create libraries of information to eliminate repetitive typing. Simply select the jurisdiction, begin typing and watch as UCC eZFILE automatically fills the data fields specific to the selected jurisdictional requirements. No rejected filings. No hassle.

The state-of-the-art single screen format makes UCC eZFILE simple and easy to use. Manage your collateral lists, address lists and continuations your own way with UCC eZFILE, the user-friendly choice for completing UCC Filings online.

Contact your TRIAD Service Rep today at 877-805-6723 to get started.

DOCUMENT FILING

EntityJS Berry Street LLCWB Berry Street LLCWB 41 Mercer LLC**Document**

UCC Financing Statement – State Level

UCC Financing Statement – State Level

UCC Financing Statement – State Level

Jurisdiction

Delaware

Delaware

Delaware

Triad Professional Services makes no representations, warranties or guaranties as to the accuracy or completeness of this report. Inasmuch as the verification of the files and information therein lies with the filing officer, we accept no liability for errors or omissions. Our involvement is limited to assisting in expediting the filing of this information only.

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) (800) 447-6237
B. E-MAIL CONTACT AT FILER (optional) UCCFILINGS@CLASINFO.COM
C. SEND ACKNOWLEDGMENT TO: (Name and Address) UCC E2FILE 2020 HURLEY WAY SACRAMENTO, CA 95825 US

Delaware Department of State
U.C.C. Filing Section
Filed: 05:36 PM 07/13/2016
U.C.C. Initial Filing No: 2016 4231880

Service Request No: 20164899551

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1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name, do not omit, modify, or abbreviate any part of the Debtor's name). If any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a ORGANIZATION'S NAME JS BERRY STREET LLC	FIRST PERSONAL NAME		ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX
OR 1b INDIVIDUAL'S SURNAME	CITY NEW YORK		STATE NY	POSTAL CODE 10036	COUNTRY US

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name, do not omit, modify, or abbreviate any part of the Debtor's name). If any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a ORGANIZATION'S NAME	FIRST PERSONAL NAME		ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX
OR 2b INDIVIDUAL'S SURNAME	CITY		STATE	POSTAL CODE	COUNTRY
2c MAILING ADDRESS	CITY NEW YORK		STATE NY	POSTAL CODE 10036	COUNTRY US

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE or ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a ORGANIZATION'S NAME PORT ROYAL CAROLINA MUTUAL REASSURANCE TRUST	FIRST PERSONAL NAME		ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX
OR 3b INDIVIDUAL'S SURNAME	CITY		STATE	POSTAL CODE	COUNTRY
3c MAILING ADDRESS	CITY NEW YORK		STATE NY	POSTAL CODE 10036	COUNTRY US

4. COLLATERAL: This financing statement covers the following collateral:
Collateral Description - please see attached

5. Check only if applicable and check only one box: Collateral is ☐ held in a Trust (see UCC1Ad, item 17 and instructions) ☐ being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:
☐ Public-Finance Transaction ☐ Manufactured Home Transaction ☐ A Debtor is a Transmitting Utility

6b. Check only if applicable and check only one box

☐ Agricultural Lien ☐ Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): ☐ Lessee/Lessor ☐ Consignee/Consignor ☐ Seller/Buyer ☐ Bailee/Bailor ☐ Licensee/Licensor

8. OPTIONAL FILER REFERENCE DATA:

DE SOS

International Association of Commercial Administrators

FILING OFFICE COPY — UCC FINANCING STATEMENT (Form UCC1) (Rev. 04/20/11)

Collateral: 30% pledge of Pledgor's membership interests in the Company; (a) a continuing first priority lien on and security interest in Pledgor's right, title and interest in and to the Interests and in connection therewith; (b) all ownership interests, membership interests, limited liability company interests, shares, securities, moneys, instruments or property representing a dividend, a distribution or return of capital upon or in respect of the Interests, or otherwise received in exchange therefor, and any membership interest certificates, limited liability company interest certificates, warrants, rights or options issued to the holders of, or otherwise in respect of, the Interests; (c) all rights, privileges, authority and power arising from Pledgor's interest the Interest or which Pledgor otherwise has or may have with respect to the Interest, and all rights, privileges, authority and power of Pledgor under the Company Operating Agreement or any other agreement or instrument relating to the Interests, in each case including, without limitation, (i) all rights of Pledgor to receive moneys or distributions with respect to the Interests due and to become due under or pursuant to the Company Operating Agreement, (ii) all rights of Pledgor to receive proceeds of any insurance, indemnity, warranty or guaranty with respect to the Interests, (iii) all claims of Pledgor for damages arising out of, or for breach of or default under, the Company Operating Agreement, to the extent the same pertain to the Interest, (iv) any right of Pledgor to perform under the Company Operating Agreement and to compel performance and otherwise exercise all rights and remedies thereunder, to the extent the same pertain to the Interests, (v) all rights of Pledgor to receive the profits and the losses allocable to the Interests, (vi) all rights of Pledgor to receive distributions of the Company's assets, to the extent allocable to the Interest and (vii) all of Pledgor's economic rights, voting rights, consent rights, management rights, control rights, rights to status as a member, and rights to receive information under the Company Operating Agreement or otherwise, in each case to the extent arising by virtue of the Interests; (d) all "documents", "accounts", "chattel paper," "general intangibles", "instruments," "securities," "financial assets" and "investment property" constituting the Collateral; and (e) all proceeds of the property of Pledgor described in clauses (a) through (d) above.

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
B. E-MAIL CONTACT AT FILER (optional)
C. SEND ACKNOWLEDGMENT TO: (Name and Address)
UCC eZFILE 2020 Hurley Way Sacramento, CA 95825

Draft

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1a. ORGANIZATION'S NAME JS Berry Street LLC	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
OR 1b. INDIVIDUAL'S SURNAME			
1c. MAILING ADDRESS 7 Times Square, 37th Floor	CITY New York	STATE NY	POSTAL CODE 10036
			COUNTRY USA

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
OR 2b. INDIVIDUAL'S SURNAME			
2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE
			COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME Port Royal Carolina Mutual Reassurance Trust	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
OR 3b. INDIVIDUAL'S SURNAME			
3c. MAILING ADDRESS 7 Times Square, 37th Floor	CITY New York	STATE NY	POSTAL CODE 10036
			COUNTRY USA

4. COLLATERAL: This financing statement covers the following collateral:

Collateral: 30% pledge of Pledgor's membership interests in the Company; (a) a continuing first priority lien on and security interest in Pledgor's right, title and interest in and to the Interests and in connection therewith; (b) all ownership interests, membership interests, limited liability company interests, shares, securities, moneys, instruments or property representing a dividend, a distribution or return of capital upon or in respect of the Interests, or otherwise received in exchange therefor, and any membership interest certificates, limited liability company interest certificates, warrants, rights or options issued to the holders of, or otherwise in respect of, the Interests; (c) all rights, privileges, authority and power arising from Pledgor's interest in the Interest or which Pledgor otherwise has or may have with respect to the Interest, and all rights, privileges, authority and power of Pledgor under the Company Operating Agreement or any other agreement or instrument relating to the Interests, in each case including, without limitation, (i) all rights of Pledgor to receive moneys or distributions with respect to the Interests due and to become due under or pursuant to the Company Operating Agreement, (ii) all rights of Pledgor to receive proceeds of any insurance, indemnity, warranty or guaranty with respect to

5. Check only if applicable and check only one box: Collateral is ☐ held in a Trust (see UCC1Ad, item 17 and Instructions) ☐ being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:

☐ Public-Finance Transaction ☐ Manufactured-Home Transaction ☐ A Debtor is a Transmitting Utility

6b. Check only if applicable and check only one box:

☐ Agricultural Lien ☐ Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): ☐ Lessee/Lessor ☐ Consignee/Consignor ☐ Seller/Buyer ☐ Bailee/Bailor ☐ Licensee/Licenser

8. OPTIONAL FILER REFERENCE DATA:

DE SOS

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here ☐

9a. ORGANIZATION'S NAME
JS Berry Street LLC

OR 9b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c

10a. ORGANIZATION'S NAME

OR 10b. INDIVIDUAL'S SURNAME

INDIVIDUAL'S FIRST PERSONAL NAME

INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

10c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

11. ☐ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

11a. ORGANIZATION'S NAME

OR 11b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

11c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):

the Interests, (iii) all claims of Pledgor for damages arising out of, or for breach of or default under, the Company Operating Agreement, to the extent the same pertain to the Interest, (iv) any right of Pledgor to perform under the Company Operating Agreement and to compel performance and otherwise exercise all rights and remedies thereunder, to the extent the same pertain to the Interests, (v) all rights of Pledgor to receive the profits and the losses allocable to the Interests, (vi) all rights of Pledgor to receive distributions of the Company's assets, to the extent allocable to the Interest and (vii) all of Pledgor's economic rights, voting rights, consent rights, management rights, control rights, rights to status as a member, and rights to receive information under the Company Operating Agreement or otherwise, in each case to the extent arising by virtue of the Interests; (d) all "documents", "accounts", "chattel paper," "general intangibles", "instruments,"

13. ☐ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS (if applicable)

14. This FINANCING STATEMENT:

☒ covers timber to be cut ☐ covers as-extracted collateral ☐ is filed as a fixture filing

15. Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest):

16. Description of real estate:



17. MISCELLANEOUS:

COLLATERAL DESCRIPTION, CONTINUED

NAME OF FIRST DEBTOR (same as 1a or 1b)

Organization's Name

OR JS Berry Street LLC

Individual Last Name

First Name

Middle Name

"securities," "financial assets" and "investment property" constituting the Collateral; and (e) all proceeds of the property of Pledgor described in clauses (a) through (d) above.

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UCC FINANCING STATEMENT

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Delaware Department of State
U.C.C. Filing Section
Filed: 06:04 PM 07/13/2016
U.C.C. Initial Filing No: 2016 4232920

Service Request No: 20164900128

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1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name, do not omit, modify, or abbreviate any part of the Debtor's name), if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a ORGANIZATION'S NAME WB BERRY STREET LLC					
OR	1b INDIVIDUAL'S SURNAME		FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c MAILING ADDRESS 7 TIMES SQUARE, 37TH FLOOR		CITY NEW YORK	STATE NY	POSTAL CODE 10036	COUNTRY US

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2a ORGANIZATION'S NAME					
OR	2b INDIVIDUAL'S SURNAME		FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
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3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a ORGANIZATION'S NAME PORT ROYAL CAROLINA MUTUAL REASSURANCE TRUST					
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Collateral Description - please see attached

5. Check <u>only</u> if applicable and check <u>only</u> one box. Collateral is <input type="checkbox"/> held in a Trust (see UCC1Ad, item 17 and instructions) <input type="checkbox"/> being administered by a Decedent's Personal Representative	
6a. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Public-Finance Transaction <input type="checkbox"/> Manufactured-Home Transaction <input type="checkbox"/> A Debtor is a Transmitting Utility	
6b. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Agricultural Lien <input type="checkbox"/> Non-UCC Filing	
7. ALTERNATIVE DESIGNATION (if applicable): <input type="checkbox"/> Lessee/Lessor <input type="checkbox"/> Consignee/Consignor <input type="checkbox"/> Seller/Buyer <input type="checkbox"/> Bailee/Bailor <input type="checkbox"/> Licensee/Licenser	
8. OPTIONAL FILER REFERENCE DATA: DE SOS	

International Association of Commercial Administrators

FILING OFFICE COPY — UCC FINANCING STATEMENT (Form UCC1) (Rev. 04/20/11)

Collateral: 30% pledge of Pledgor's membership interests in the Company; (a) a continuing first priority lien on and security interest in Pledgor's right, title and interest in and to the Interests and in connection therewith; (b) all ownership interests, membership interests, limited liability company interests, shares, securities, moneys, instruments or property representing a dividend, a distribution or return of capital upon or in respect of the Interests, or otherwise received in exchange therefor, and any membership interest certificates, limited liability company interest certificates, warrants, rights or options issued to the holders of, or otherwise in respect of, the Interests; (c) all rights, privileges, authority and power arising from Pledgor's interest in the Interest or which Pledgor otherwise has or may have with respect to the Interest, and all rights, privileges, authority and power of Pledgor under the Company Operating Agreement or any other agreement or instrument relating to the Interests, in each case including, without limitation, (i) all rights of Pledgor to receive moneys or distributions with respect to the Interests due and to become due under or pursuant to the Company Operating Agreement, (ii) all rights of Pledgor to receive proceeds of any insurance, indemnity, warranty or guaranty with respect to the Interests, (iii) all claims of Pledgor for damages arising out of, or for breach of or default under, the Company Operating Agreement, to the extent the same pertain to the Interest, (iv) any right of Pledgor to perform under the Company Operating Agreement and to compel performance and otherwise exercise all rights and remedies thereunder, to the extent the same pertain to the Interests, (v) all rights of Pledgor to receive the profits and the losses allocable to the Interests, (vi) all rights of Pledgor to receive distributions of the Company's assets, to the extent allocable to the Interest and (vii) all of Pledgor's economic rights, voting rights, consent rights, management rights, control rights, rights to status as a member, and rights to receive information under the Company Operating Agreement or otherwise, in each case to the extent arising by virtue of the Interests; (d) all "documents", "accounts", "chattel paper," "general intangibles", "instruments," "securities," "financial assets" and "investment property" constituting the Collateral; and (e) all proceeds of the property of Pledgor described in clauses (a) through (d) above.

UCC FINANCING STATEMENT

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OR 2b. INDIVIDUAL'S SURNAME	CITY		STATE	POSTAL CODE
2c. MAILING ADDRESS			COUNTRY	

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3a. ORGANIZATION'S NAME Port Royal Carolina Mutual Reassurance Trust	FIRST PERSONAL NAME		ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
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3c. MAILING ADDRESS 7 Times Square, 37th Floor			COUNTRY USA	

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Collateral: 30% pledge of Pledgor's membership interests in the Company; (a) a continuing first priority lien on and security interest in Pledgor's right, title and interest in and to the Interests and in connection therewith; (b) all ownership interests, membership interests, limited liability company interests, shares, securities, moneys, instruments or property representing a dividend, a distribution or return of capital upon or in respect of the Interests, or otherwise received in exchange therefor, and any membership interest certificates, limited liability company interest certificates, warrants, rights or options issued to the holders of, or otherwise in respect of, the Interests; (c) all rights, privileges, authority and power arising from Pledgor's interest in the Interest or which Pledgor otherwise has or may have with respect to the Interest, and all rights, privileges, authority and power of Pledgor under the Company Operating Agreement or any other agreement or instrument relating to the Interests, in each case including, without limitation, (i) all rights of Pledgor to receive moneys or distributions with respect to the Interests due and to become due under or pursuant to the Company Operating Agreement, (ii) all rights of Pledgor to receive proceeds of any insurance, indemnity, warranty or guaranty with respect to

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☐ Public-Finance Transaction ☐ Manufactured-Home Transaction ☐ A Debtor is a Transmitting Utility

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8. OPTIONAL FILER REFERENCE DATA:
DE SOS

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here ☐

9a. ORGANIZATION'S NAME
WB Berry Street LLC

OR 9b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

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10a. ORGANIZATION'S NAME

OR 10b. INDIVIDUAL'S SURNAME

INDIVIDUAL'S FIRST PERSONAL NAME

INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

10c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

11. ☐ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

11a. ORGANIZATION'S NAME

OR 11b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

11c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):

the Interests, (iii) all claims of Pledgor for damages arising out of, or for breach of or default under, the Company Operating Agreement, to the extent the same pertain to the Interest, (iv) any right of Pledgor to perform under the Company Operating Agreement and to compel performance and otherwise exercise all rights and remedies thereunder, to the extent the same pertain to the Interests, (v) all rights of Pledgor to receive the profits and the losses allocable to the Interests, (vi) all rights of Pledgor to receive distributions of the Company's assets, to the extent allocable to the Interest and (vii) all of Pledgor's economic rights, voting rights, consent rights, management rights, control rights, rights to status as a member, and rights to receive information under the Company Operating Agreement or otherwise, in each case to the extent arising by virtue of the Interests; (d) all "documents", "accounts", "chattel paper," "general intangibles", "instruments,"

13. ☐ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS (if applicable)

14. This FINANCING STATEMENT:

☒ covers timber to be cut ☐ covers as-extracted collateral ☐ is filed as a fixture filing

15. Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest):

16. Description of real estate:



17. MISCELLANEOUS:

COLLATERAL DESCRIPTION, CONTINUED

NAME OF FIRST DEBTOR (same as 1a or 1b)

Organization's Name

OR **WB Berry Street LLC**

Individual Last Name

First Name

Middle Name

"securities," "financial assets" and "investment property" constituting the Collateral; and (e) all proceeds of the property of Pledgor described in clauses (a) through (d) above.

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UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) (800) 447-6237
B. E-MAIL CONTACT AT FILER (optional) UCCFILINGS@CLASINFO.COM
C. SEND ACKNOWLEDGMENT TO: (Name and Address) UCC EZFILE 2020 HURLEY WAY SACRAMENTO, CA 95825 US

Delaware Department of State
U.C.C. Filing Section
Filed: 05:59 PM 07/13/2016
U.C.C. Initial Filing No: 2016 4232755

Service Request No: 20164900012

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name, do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a ORGANIZATION'S NAME WB 41 MERCER LLC	FIRST PERSONAL NAME		ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
OR 1b INDIVIDUAL'S SURNAME	CITY NEW YORK		STATE NY	POSTAL CODE 10036
1c MAILING ADDRESS 7 TIMES SQUARE, 37TH FLOOR	COUNTRY US			

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name, do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a ORGANIZATION'S NAME	FIRST PERSONAL NAME		ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
OR 2b INDIVIDUAL'S SURNAME	CITY		STATE	POSTAL CODE
2c MAILING ADDRESS	COUNTRY			

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY) Provide only one Secured Party name (3a or 3b)

3a ORGANIZATION'S NAME PORT ROYAL CAROLINA MUTUAL REASSURANCE TRUST	FIRST PERSONAL NAME		ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
OR 3b INDIVIDUAL'S SURNAME	CITY NEW YORK		STATE NY	POSTAL CODE 10036
3c MAILING ADDRESS 7 TIMES SQUARE, 37TH FLOOR	COUNTRY US			

4. COLLATERAL: This financing statement covers the following collateral:
Collateral Description - please see attached

5. Check only if applicable and check only one box: Collateral is ☐ held in a Trust (see UCC1Ad, item 17 and Instructions) ☐ being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:

☐ Public-Finance Transaction ☐ Manufactured-Home Transaction ☐ A Debtor is a Transmitting Utility

6b. Check only if applicable and check only one box:

☐ Agricultural Lien ☐ Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable) ☐ Lessee/Lessor ☐ Consignee/Consignor ☐ Seller/Buyer ☐ Bailee/Bailor ☐ Licensee/Licensor

8. OPTIONAL FILER REFERENCE DATA:

DE SOS

International Association of Commercial Administrators

FILING OFFICE COPY — UCC FINANCING STATEMENT (Form UCC1) (Rev. 04/20/11)

Collateral: 100% pledge of Pledgor's membership interests in the Company (representing 50% of total membership interest); (a) a continuing first priority lien on and security interest in Pledgor's right, title and interest in and to the Interests and in connection therewith; (b) all ownership interests, membership interests, limited liability company interests, shares, securities, moneys, instruments or property representing a dividend, a distribution or return of capital upon or in respect of the Interests, or otherwise received in exchange therefor, and any membership interest certificates, limited liability company interest certificates, warrants, rights or options issued to the holders of, or otherwise in respect of, the Interests; (c) all rights, privileges, authority and power arising from Pledgor's interest the Interest or which Pledgor otherwise has or may have with respect to the Interest, and all rights, privileges, authority and power of Pledgor under the Company Operating Agreement or any other agreement or instrument relating to the Interests, in each case including, without limitation, (i) all rights of Pledgor to receive moneys or distributions with respect to the Interests due and to become due under or pursuant to the Company Operating Agreement, (ii) all rights of Pledgor to receive proceeds of any insurance, indemnity, warranty or guaranty with respect to the Interests, (iii) all claims of Pledgor for damages arising out of, or for breach of or default under, the Company Operating Agreement, to the extent the same pertain to the Interest, (iv) any right of Pledgor to perform under the Company Operating Agreement and to compel performance and otherwise exercise all rights and remedies thereunder, to the extent the same pertain to the Interests, (v) all rights of Pledgor to receive the profits and the losses allocable to the Interests, (vi) all rights of Pledgor to receive distributions of the Company's assets, to the extent allocable to the Interest and (vii) all of Pledgor's economic rights, voting rights, consent rights, management rights, control rights, rights to status as a member, and rights to receive information under the Company Operating Agreement or otherwise, in each case to the extent arising by virtue of the Interests; (d) all "documents", "accounts", "chattel paper," "general intangibles", "instruments," "securities," "financial assets" and "investment property" constituting the Collateral; and (e) all proceeds of the property of Pledgor described in clauses (a) through (d) above.

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
B. E-MAIL CONTACT AT FILER (optional)
C. SEND ACKNOWLEDGMENT TO: (Name and Address) UCC eZFILE 2020 Hurley Way Sacramento, CA 95825

Draft

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME WB 41 Mercer LLC	FIRST PERSONAL NAME		ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
OR 1b. INDIVIDUAL'S SURNAME	CITY New York		STATE NY	POSTAL CODE 10036
1c. MAILING ADDRESS 7 Times Square, 37th Floor	CITY New York		STATE NY	POSTAL CODE 10036
		CITY New York	STATE NY	POSTAL CODE 10036
		CITY New York	STATE NY	POSTAL CODE 10036

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME	FIRST PERSONAL NAME		ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
OR 2b. INDIVIDUAL'S SURNAME	CITY		STATE	POSTAL CODE
2c. MAILING ADDRESS	CITY		STATE	POSTAL CODE
		CITY	STATE	POSTAL CODE
		CITY	STATE	POSTAL CODE

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME Port Royal Carolina Mutual Reassurance Trust	FIRST PERSONAL NAME		ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
OR 3b. INDIVIDUAL'S SURNAME	CITY New York		STATE NY	POSTAL CODE 10036
3c. MAILING ADDRESS 7 Times Square, 37th Floor	CITY New York		STATE NY	POSTAL CODE 10036
		CITY New York	STATE NY	POSTAL CODE 10036
		CITY New York	STATE NY	POSTAL CODE 10036

4. COLLATERAL: This financing statement covers the following collateral:

Collateral: 100% pledge of Pledgor's membership interests in the Company (representing 50% of total membership interest); (a) a continuing first priority lien on and security interest in Pledgor's right, title and interest in and to the Interests and in connection therewith; (b) all ownership interests, membership interests, limited liability company interests, shares, securities, moneys, instruments or property representing a dividend, a distribution or return of capital upon or in respect of the Interests, or otherwise received in exchange therefor, and any membership interest certificates, limited liability company interest certificates, warrants, rights or options issued to the holders of, or otherwise in respect of, the Interests; (c) all rights, privileges, authority and power arising from Pledgor's interest the Interest or which Pledgor otherwise has or may have with respect to the Interest, and all rights, privileges, authority and power of Pledgor under the Company Operating Agreement or any other agreement or instrument relating to the Interests, in each case including, without limitation, (i) all rights of Pledgor to receive moneys or distributions with respect to the Interests due and to become due under or pursuant to the Company Operating Agreement, (ii) all rights of Pledgor to receive proceeds of any insurance,

5. Check only if applicable and check only one box: Collateral is ☐ held in a Trust (see UCC1Ad, item 17 and Instructions) ☐ being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box: ☐ Public-Finance Transaction ☐ Manufactured-Home Transaction ☐ A Debtor is a Transmitting Utility ☐ Agricultural Lien ☐ Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): ☐ Lessee/Lessor ☐ Consignee/Consignor ☐ Seller/Buyer ☐ Bailee/Bailor ☐ Licensee/Licensor

8. OPTIONAL FILER REFERENCE DATA:
DE SOS

FILING OFFICE COPY — UCC FINANCING STATEMENT (Form UCC1) (Rev. 04/20/11)

International Association of Commercial Administrators (IACA)

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here ☐

9a. ORGANIZATION'S NAME
WB 41 Mercer LLC

OR 9b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1); (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c:

10a. ORGANIZATION'S NAME

OR 10b. INDIVIDUAL'S SURNAME

INDIVIDUAL'S FIRST PERSONAL NAME

INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

10c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

11. ☐ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

11a. ORGANIZATION'S NAME

OR 11b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

11c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):

indemnity, warranty or guaranty with respect to the Interests, (iii) all claims of Pledgor for damages arising out of, or for breach of or default under, the Company Operating Agreement, to the extent the same pertain to the Interest, (iv) any right of Pledgor to perform under the Company Operating Agreement and to compel performance and otherwise exercise all rights and remedies thereunder, to the extent the same pertain to the Interests, (v) all rights of Pledgor to receive the profits and the losses allocable to the Interests, (vi) all rights of Pledgor to receive distributions of the Company's assets, to the extent allocable to the Interest and (vii) all of Pledgor's economic rights, voting rights, consent rights, management rights, control rights, rights to status as a member, and rights to receive information under the Company Operating Agreement or otherwise, in each case to the extent arising by virtue of the Interests; (d) all "documents", "accounts", "chattel

13. ☐ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS (if applicable)

14. This FINANCING STATEMENT:

☐ covers timber to be cut ☐ covers as-extracted collateral ☐ is filed as a fixture filing

15. Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest):

16. Description of real estate:



17. MISCELLANEOUS:

COLLATERAL DESCRIPTION, CONTINUED

NAME OF FIRST DEBTOR (same as 1a or 1b)

Organization's Name

OR **WB 41 Mercer LLC**

Individual Last Name

First Name

Middle Name

paper," "general intangibles", "instruments," "securities," "financial assets" and "investment property" constituting the Collateral; and (e) all proceeds of the property of Pledgor described in clauses (a) through (d) above.

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UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
B. E-MAIL CONTACT AT FILER (optional)
C. SEND ACKNOWLEDGMENT TO: (Name and Address) UCC eZFILE 2020 Hurley Way Sacramento, CA 95825

Draft

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1a. ORGANIZATION'S NAME Spring Bridge 182 LLC				
OR 1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX
1c. MAILING ADDRESS 7 Times Square, 37th Floor	CITY New York	STATE NY	POSTAL CODE 10036	COUNTRY USA

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here ☐ and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME				
OR 2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX
2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME Port Royal Carolina Mutual Reassurance Trust				
OR 3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)		SUFFIX
3c. MAILING ADDRESS 7 Times Square, 37th Floor	CITY New York	STATE NY	POSTAL CODE 10036	COUNTRY USA

4. COLLATERAL: This financing statement covers the following collateral:

Collateral: 100% pledge of Pledgor's membership interests in the Company (a) a continuing first priority lien on and security interest in Pledgor's right, title and interest in and to the Interests and in connection therewith; (b) all ownership interests, membership interests, limited liability company interests, shares, securities, moneys, instruments or property representing a dividend, a distribution or return of capital upon or in respect of the Interests, or otherwise received in exchange therefor, and any membership interest certificates, limited liability company interest certificates, warrants, rights or options issued to the holders of, or otherwise in respect of, the Interests; (c) all rights, privileges, authority and power arising from Pledgor's interest the Interest or which Pledgor otherwise has or may have with respect to the Interest, and all rights, privileges, authority and power of Pledgor under the Company Operating Agreement or any other agreement or instrument relating to the Interests, in each case including, without limitation, (i) all rights of Pledgor to receive moneys or distributions with respect to the Interests due and to become due under or pursuant to the Company Operating Agreement, (ii) all rights of Pledgor to receive proceeds of any insurance, indemnity, warranty or guaranty with respect to

5. Check only if applicable and check only one box: Collateral is ☐ held in a Trust (see UCC1Ad, item 17 and Instructions) ☐ being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:

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6b. Check only if applicable and check only one box:

☐ Agricultural Lien ☐ Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): ☐ Lessee/Lessor ☐ Consignee/Consignor ☐ Seller/Buyer ☐ Bailee/Bailor ☐ Licensee/Licenser

8. OPTIONAL FILER REFERENCE DATA:

DE SOS

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

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Spring Bridge 182 LLC

OR 9b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

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10a. ORGANIZATION'S NAME

OR 10b. INDIVIDUAL'S SURNAME

INDIVIDUAL'S FIRST PERSONAL NAME

INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

10c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

11. ☐ ADDITIONAL SECURED PARTY'S NAME or ☐ ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

11a. ORGANIZATION'S NAME

OR 11b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

11c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):

the Interests, (iii) all claims of Pledgor for damages arising out of, or for breach of or default under, the Company Operating Agreement, to the extent the same pertain to the Interest, (iv) any right of Pledgor to perform under the Company Operating Agreement and to compel performance and otherwise exercise all rights and remedies thereunder, to the extent the same pertain to the Interests, (v) all rights of Pledgor to receive the profits and the losses allocable to the Interests, (vi) all rights of Pledgor to receive distributions of the Company's assets, to the extent allocable to the Interest and (vii) all of Pledgor's economic rights, voting rights, consent rights, management rights, control rights, right to status as a member, and rights to receive information under the Company Operating Agreement or otherwise, in each case to the extent arising by virtue of the Interests; (d) all "documents", "accounts", "chattel paper," "general intangibles", "instruments,"

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17. MISCELLANEOUS:

COLLATERAL DESCRIPTION, CONTINUED

NAME OF FIRST DEBTOR (same as 1a or 1b)

Organization's Name

OR Spring Bridge 182 LLC

Individual Last Name

First Name

Middle Name

"securities," "financial assets" and "investment property" constituting the Collateral; and (e) all proceeds of the property of Pledgor described in clauses (a) through (d) above

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